

RECORDATION NO. 19623-D

FILED

SEP 4 '98

10-55 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19623.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

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SURFACE TRANSPORTATION
BOARD

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Betty Sogner
—
Chandler Pate

Mr. Vernon A. Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
Corporation (hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units
of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or
the Interstate Commerce Commission on the date specified in Item 3 of Schedule A
hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor in the Subject Equipment by
said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

SCHEDULE A

Item 1, Lease:

dated as of September 29, 1995

Item 2, Lessor:

ATEL Cash Distribution Fund VI, L. P., 235 Pine Street, 6th Floor
San Francisco, CA 94014

Item 3, date of recordation of lease:

September 29, 1995

Item 4, recordation number of lease:

19623

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6441
CR 6444
CR 6445
CR 6446
CR 6447
CR 6448
CR 6449
CR 6450
CR 6451
CR 6453
CR 6454
CR 6455
CR 6456
CR 6457
CR 6458
CR 6459
CR 6464
CR 6466
CR 6467

PRR 3377
PRR 3378
PRR 3379
PRR 3380
PRR 3381
PRR 3382
PRR 3383
PRR 3384
PRR 3385
PRR 3386
PRR 3387
PRR 3388
PRR 3389
PRR 3390
PRR 3391
PRR 3392
PRR 3393
PRR 3394
PRR 3395

CR 6468
CR 6469
CR 6470
CR 6471
CR 6474
CR 6475
CR 6476
CR 6478
CR 6479
CR 6483
CR 6486
CR 6487
CR 6488
CR 6491
CR 6495
CR 6499
CR 6501
CR 6503

PRR 3396
PRR 3397
PRR 3398
PRR 3399
PRR 3400
PRR 3401
PRR 3402
PRR 3403
PRR 3404
PRR 3405
PRR 3406
PRR 3407
PRR 3408
PRR 3409
PRR 3410
PRR 3411
PRR 3412
PRR 3413

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6442
CR 6443
CR 6452
CR 6460
CR 6461
CR 6462
CR 6463
CR 6465
CR 6472
CR 6473
CR 6477
CR 6480
CR 6481

**New Reporting
Marks and Identifying
Numbers**

NYC 8833
NYC 8834
NYC 8835
NYC 8836
NYC 8837
NYC 8838
NYC 8839
NYC 8840
NYC 8841
NYC 8842
NYC 8843
NYC 8844
NYC 8845

**Original Reporting
Marks and Identifying
Numbers**

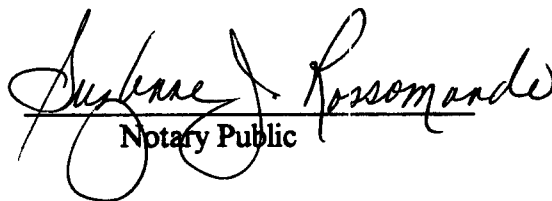
CR 6482
CR 6484
CR 6485
CR 6489
CR 6490
CR 6492
CR 6493
CR 6494
CR 6496
CR 6497
CR 6498
CR 6500
CR 6502

**New Reporting
Marks and Identifying
Numbers**

NYC 8846
NYC 8847
NYC 8848
NYC 8849
NYC 8850
NYC 8851
NYC 8852
NYC 8853
NYC 8854
NYC 8855
NYC 8856
NYC 8857
NYC 8858

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999
